

**THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W. R. GRACE & CO., et al.¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
) **Objection Deadline: July 13, 2009**
) **Hearing Date: Proposed July 20, 2009**
) **at 9:00 a.m.**____

**PLAN PROPONENTS' JOINT MOTION FOR LEAVE FROM THIS COURT'S
SCHEDULING ORDER AND TO SHORTEN NOTICE PERIOD ON PLAN
PROPONENTS' MOTION TO EXCLUDE THE EXPERT REPORT AND TESTIMONY
OF DR. TERRY M. SPEAR**

The Plan Proponents hereby move this Court pursuant to Del. Bankr. L.R. 9006-1(e), Rule 9006(c) of the Bankruptcy Rules and section 102 of the Bankruptcy Code, for leave from this Court's Scheduling Order and to shorten the notice period with respect to the "*Plan Proponents' Joint Motion in Limine to Exclude the Expert Report and Testimony of Terry Spear*" (the "Motion"), so that the Motion may be heard at the July 20, 2009 Phase II pretrial hearing, and request that the Objection Deadline on the Motion be set for July 13, 2009 . In support of this Motion, the Plan Proponents respectfully represent as follows:

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

1. On December 31, 2008, the Libby Claimants listed Professor Terry Spear's report on their list of expert reports served on the parties.

2. On or about December 31, 2008, the Libby Claimants served an expert report from Dr. Spear on the Plan Proponents that the Plan Proponents believe is not relevant to the objections raised by the Libby Claimants to the Chapter 11 Plan and Phase II of the confirmation proceedings. The Libby Claimants disagree.

3. To avoid undue travel, preparation and other burdens on the witness and the parties, the parties have agreed to postpone the deposition of Dr. Spear until after the Court rules on the Motion.

4. The Plan Proponents' Phase II trial briefs are due on August 7, 2009. In order to allow the parties sufficient time to depose Dr. Spear before submitting their trial briefs (if the Plan Proponents' motion is not granted), the Plan Proponents seek to have the Motion heard at the July 20 pretrial hearing instead of a full week later at the July 27 Omnibus hearing. Therefore, the Plan Proponents hereby move to shorten the time for hearing so that this Motion to Exclude may be heard at the July 20, 2009 Phase II pretrial hearing. The Plan Proponents have conferred with counsel for the Libby Claimants and the Libby Claimants do not object to this Motion to shorten the time for the hearing.

5. Bankruptcy Rule 9006(c) provides that when an act is required to be done within a specified time by the Bankruptcy Rules "the court for cause shown may in its discretion with or without motion or notice order the period reduced." Similarly, Del. Bankr. LR 9006-1(e) provides in pertinent part that "no motion will be scheduled on less notice than required by these Rules or the Fed. R. Bankr. P. except by Order of the Court, on written motion specifying the exigencies justifying shortened notice."

6. Accordingly, the Plan Proponents file this motion seeking an Order of this Court for leave of the Scheduling Order and shortening the notice period prescribed by Del. Bankr. LR 9006-1(c) to enable the Plan Proponents' Motion to be heard by the Court at the July 20, 2009 Phase II pretrial hearing and for the Court to establish the deadline to object to the Motion as July 13, 2009.

7. Given the nature of the relief requested, the Plan Proponents respectfully submit that the limited notice described above is appropriate, as is leave from the Scheduling Order.

WHEREFORE, the Plan Proponents respectfully request the entry of an Order (i) granting the Plan Proponents leave from the Scheduling Order, (ii) shortening the notice period with respect to the Motion, (iii) setting the objection deadline on the Motion for July 13, 2009, and (iv) scheduling the Motion to be heard at the July 20, 2009 Phase II pretrial hearing.

Dated: June 18, 2009

Respectfully submitted,

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